IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

In re:	:	Chapter 11
BEHNEY CORP,	:	Case No. 1:17-bk-01219 (RNO)
Debtor-in-Possession	:	

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Jay M. Behney, declare under penalty of perjury that I am the President and CEO of Behey Corp, and that the following is a true and correct copy of the resultions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 28th day of March, 2017.

"**WHEREAS**, the Company has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Tilte 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") in a court of proper jurisdiction (the "Bankruptcy Court").

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute and deliver on behalf of the Company, without limitation, any and all documentation necessary to perfect the filing of the Chapter 11 Case on behalf of the Company.

FURTHER RESOLVED, that any and all acts previously taken, or in connection with, the filing of the Chapter 11 Case are hereby ratified and confirmed.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such Chapter 11 Case.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to employ the law firm of Pillar+Aught as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Pillar+Aught.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

FURTHER RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

FURTHER RESOLVED, that these resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument."

Date: 3/28/17

[signature]

Jay M. Behney, President

BEHNEY CORP

RESOLUTIONS TO BE ADOPTED BY THE BOARD OF DIRECTORS ON MARCH 28, 2017

Re: Chapter 11 Bankruptcy Filing

The undersigned, being all of the Board of Directors of Behney Corp (the "Company"), a Pennsylvania corporation, at a meeting held on March 28, 2017 at 517 King Street, Lebanon PA 17042 do hereby consent to the adoption of the following resolutions as of the date hereof:

WHEREAS, the Company has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Tilte 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") in a court of proper jurisdiction (the "Bankruptcy Court").

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute and deliver on behalf of the Company, without limitation, any and all documentation necessary to perfect the filing of the Chapter 11 Case on behalf of the Company.

FURTHER RESOLVED, that any and all acts previously taken, or in connection with, the filing of the Chapter 11 Case are hereby ratified and confirmed.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such Chapter 11 Case.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to employ the law firm of Pillar+Aught as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Pillar+Aught.

FURTHER RESOLVED, that Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, Jay M. Behney, as President and CEO of the Company, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

FURTHER RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

FURTHER RESOLVED, that these resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Board of Directors have duly executed these Resolutions as of the date first written above.

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Jay M. Behney

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Jeffrey M. Behney